

RECORDATION NO. 11848 FILED E

JAN 27 '99

9-05AM

TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

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David C. Reeves
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202-274-2932

January 27, 1999

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 704
Washington, D.C. 20423

RE: Railcar File No. 11848
Cars MEC 31900 through MEC 32149, inclusive

Dear Secretary Williams:

I am enclosing herewith an original and 2 conformed copies of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Termination of Lease, a secondary document, dated December 28, 1998 and January 13, 1999. The primary document to which this is connected is recorded under Recordation No. 11848.

The names and addresses of the parties to the document are as follows:

Owner/Trustee/Lessor:

State Street Bank and Trust Company of Connecticut, National Association
750 Main Street, Suite 1114
Hartford, CT 06103

Conformed Parts - David Reeves

TROUTMAN SANDERS LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

The Honorable Vernon A. Williams
January 27, 1999
Page 2

Lessee:

Maine Central Railroad Company
Iron Horse Park
West Billerica, MA 01862

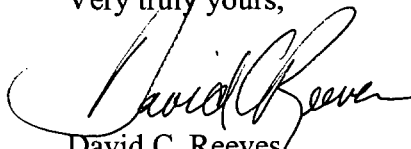
A description of the equipment covered by the document follows:

250, 75-ton, 50'6" Class XM boxcars, manufactured by
FMC Corporation in 1980, bearing identifying road numbers
MEC 31900 through MEC 32149, inclusive.

A short summary of the document to appear in the index follows: By Termination of Lease dated December 28, 1998 and January 13, 1999, State Street Bank and Trust Company of Connecticut, National Association, and Maine Central Railroad Company, terminate their lease agreement filed with the Interstate Commerce Commission (now Surface Transportation Board) May 27, 1980 in Recordation File No. 11848, pertaining to 250 Maine Central Class XM (also sometimes designated as XP) boxcars, Nos. MEC 31900 through MEC 32149, inclusive.

A filing fee check in the appropriate amount is enclosed with this filing. Please return all enclosed documents not needed by the Board for recordation to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "David C. Reeves", written over a horizontal line.

David C. Reeves

Attorney for General Electric Capital Corporation

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

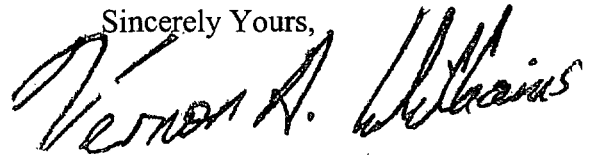
OFFICE OF THE SECRETARY

David C. Reeves
Troutman Sanders LLP
1300 I Street NW, Ste. 500 East
Washington, DC., 20005-3314

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/27/99 at 9:05 AM, and
assigned recordation numbers (s): 9817-E and 11848-E.

Sincerely Yours,



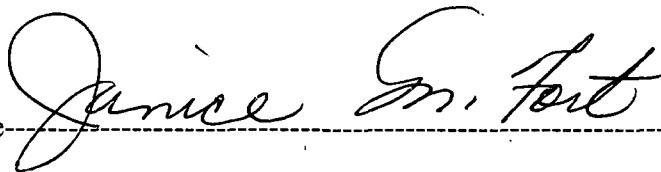
Vernon A. Williams

Enclosure(s)

52.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 11848-E FILEDTermination of Lease

JAN 27 '99

9-05AM

The undersigned, being the parties to the May 1, 1980 Lease of Railroad Equipment, as amended (the "Lease"), which was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under Recordation No. 11848-B, acknowledge and agree that the Lease has been terminated.

January 13, 1999

STATE STREET BANK AND TRUST COMPANY OF
CONNECTICUT, NATIONAL ASSOCIATION,
ACTING NOT IN ITS INDIVIDUAL CAPACITY BUT
SOLELY AS TRUSTEE UNDER A TRUST
AGREEMENT DATED MAY 1, 1980

By: Laura S. Cawley

Title: ASSISTANT Vice President

State of Massachusetts)
) ss
 County of Suffolk)

On this 13th day of January, 1999, before me personally appeared LAURA S. CAWLEY, to me personally known, who, by me being duly sworn, says that she is the ASSISTANT Vice President of State Street Bank and Trust Company, that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal]

Rose Marie Mogauro
 Notary Public

my commission expires: _____

ROSE MARIE MOGAURO

Notary Public

My Commission Expires January 14, 2006

MAINE CENTRAL RAILROAD COMPANY

By: Michael C. Holmes

Title: SENIOR VICE PRESIDENT

State of MASSACHUSETTS)
County of MIDDLESEX) ss

On this 28TH day of December, 1998, before me personally appeared MICHAEL A. HOLMES, to me personally known, who, by me being duly sworn, says that he is the SENIOR VICE PRESIDENT of Maine Central Railroad Corporation, that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal]

[Signature]
Notary Public

my commission expires: 7/6/2001